



Audit, Risk & Compliance Committee Charter

HUB24 Limited

ACN 135 332 320

1 Purpose

The primary function of the Audit, Risk and Compliance Committee ('ARCC') is to assist the Board of Directors of HUB24 Limited ('HUB' or 'HUB Group') in fulfilling its oversight responsibilities to shareholders by reviewing the:

- a) Integrity of the financial statements of the Group, including:
 - Reviewing and reporting to the Board on the half yearly and annual reports and financial statements of the Company and associated entities;
 - Monitoring and reviewing the reliability of financial reporting;
 - Monitoring and reviewing mandatory statutory requirements;
- b) External auditor's qualifications, performance and independence, including
 - Nominating the external auditor;
 - Reviewing the adequacy, scope and quality of the annual statutory audit and half yearly statutory audit review;
- c) Management of financial and operational risk, including a review of the:
 - Risk management framework to ensure that it remains sound;
 - Effectiveness of the Group's internal control systems;
 - Business continuity and Disaster Recovery Plan;
 - Group's insurance policy and coverage;
- d) Group's compliance with legal and regulatory requirements;
 - Work Health and Safety;
 - AFS Licence conditions.

2 Composition

HUB is committed to the principle that its ARCC should be of sufficient size, independence and technical expertise to discharge its mandate effectively.

The ARCC shall be comprised of (2) two or more directors, whom shall be non-executive directors and preferably independent, free from any business or other relationship which would materially interfere with their exercise of duties as a member of the ARCC. The Chairman of the ARCC will be an independent director and not the Chairman of the main holding entity, HUB24 Limited.

All members of the ARCC shall have a working familiarity with basic finance and accounting practices, and at least one member must have strong financial expertise or experience. The members of the ARCC are expected to have an understanding of the industries in which HUB operates. Where the member does not have the requisite expertise upon initial appointment, sufficient industry knowledge should be attained within a reasonable period of time after his or her appointment.

Membership should be periodically assessed to ensure the skills and experience is present to undertake the committee's duties and if necessary rotated to ensure the injection of new ideas.

The ARCC is delegated by the HUB24 Board the necessary power and resources to meet its charter. This includes rights of access to management and to auditors (external and internal, if applicable) without management present and rights to seek explanations and additional information.

3 Meetings and Quorum

The ARCC will meet not less than twice per year and at such other times as required. In general, the CEO, Company Secretary and CFO are invited to attend the ARCC meetings. A quorum of any meeting will be two members.

The ARCC will meet at least twice per year with the external auditor, including a closed session without management present, to discuss any matters which may be unresolved with management. The ARCC must report, follow up and resolve any differences of view between the auditors and management.

Minutes of meetings shall be taken by the Company Secretary or their delegate. The agenda and supporting documentation will be circulated to the ARCC members within a reasonable period in advance of each meeting.

The minutes shall be circulated and approved by the ARCC members, and included in the papers for the next full board meeting after each ARCC meeting.

4 Ensuring the Effectiveness of the ARCC

In order to ensure that the ARCC is able to effectively carry out its duties, the ARCC shall:

- a) have unlimited access to external auditors and to senior management, the CEO, CFO, Company Secretary and all employees;
- b) have available to it resources sufficient to engage outside expertise if needed i.e., legal, financial and technical consultants; and
- c) be provided with a status report for all recommendations provided by the auditors for which agreed action is required, which reports include accountable officers and implementation dates.

5 Limitation of Audit, Risk and Compliance Committee's Role

While the Audit, Risk and Compliance Committee has the responsibilities and powers as described in this Charter, it is not the duty of Audit, Risk and Compliance Committee to plan or conduct audits or to determine that the Group's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the external auditor.

HUB does not have an internal audit function. Instead, the ARCC works with management through regular reporting to the board, or if required, through specific reviews or evaluations initiated by the ARCC, to ensure that its risk management and internal control processes are consistent with the needs of the business.

6 Charter and Performance Review

The HUB Audit, Risk & Compliance Committee shall assess its effectiveness annually, through peer or other review mechanisms, with a view to ensuring that its performance accords with the needs of the business. The Audit, Risk & Compliance Committee Charter shall be reviewed annually to ensure its adequacy for the commercial and regulatory purposes of the Company. Any changes required should be recommended to the Board for approval.
